

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

JOSEPH PACE, Derivatively on Behalf of Nominal
Defendant ARBITRON, INC.,

Plaintiff,

-against-

STEPHEN B. MORRIS, LUIS G. NOGALES, PHILIP
GUARASCIO, WILLIAM T. KERR, SHELLYE
ARCHAMBEAU, RICHARD A. POST, LARRY E.
KITTELBERGER, DAVID W. DEVONSHIRE, SEAN
R. CREAMER, KATHLEEN T. ROSS, LINDA
DUPREE, OWEN A CHARLEBOIS, PIERRE C.
BOUVARD, and VAUGHN SCOTT HENRY,

Defendants,

-and-

ARBITRON, INC., a Delaware corporation,

Nominal Defendant.

08 Civ. 6425 (JGK)

**STIPULATION
REMANDING ACTION TO
SUPREME COURT OF
THE STATE OF NEW
YORK, NEW YORK
COUNTY**

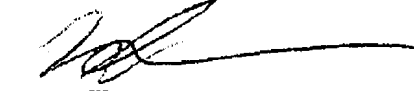
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DATE FILED: 9/4/2008

TO THE CLERK OF THE COURT:

SUBJECT to this Court's approval, the undersigned parties, by counsel, STIPULATE AND AGREE that the above captioned matter be remanded to Supreme Court of the State of New York, New York County, pursuant to 28 U.S.C. § 1447(c). This document may be executed in whole or in part by facsimile.

Submitted August 18, 2008

PAUL, HASTINGS, JANOFSKY & WALKER LLP

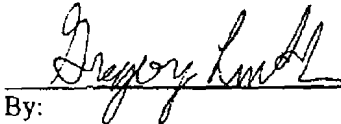


By:
Barry G. Sher (BS-4252)
William A. Novomisle (WN-5756)
75 East 55th Street
New York, NY 10022-3205
Telephone: (212) 318-6000
Facsimile: (212) 319-4090

Attorneys for Defendants

STEPHEN B. MORRIS, LUIS G. NOGALES, PHILIP
GUARASCIO, WILLIAM T. KERR, SHELLYE
ARCHAMBEAU, RICHARD A. POST, LARRY E.
KITTELBERGER, DAVID W. DEVONSHIRE, SEAN R.
CREAMER, KATHLEEN T. ROSS, LINDA DUPREE,
OWEN A CHARLEBOIS, PIERRE C. BOUVARD, and
VAUGHN SCOTT HENRY and nominal defendant
ARBITRON, INC.

MURRAY FRANK & SAILER



By:
Brian P. Murray (BM 9954)
Gregory B. Linkh (GL 0477)
275 Madison Avenue
New York, NY 10016
Telephone: (212) 682-1818
Facsimile: (212) 682-1892

Attorneys for Plaintiff

JOSEPH PACE, Derivatively on Behalf of Nominal Defendant
ARBITRON, INC.,

SO ordered.

8/25/08



SO ORDERED:

Hon. John G. Koeltl
United States District Judge

August __, 2008